

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD AUGUST 1, 2023, THROUGH AUGUST 31, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 10/27/2023
JOSHUA A. SUSSBERG Date

**SECTION I
FEE SUMMARY**

Summary of Amounts Requested for the Period
August 1, 2023, through August 31, 2023 (the “Compensation Period”)

Fee Total	\$570,471.00
Disbursement Total	\$250,506.27
Total Fees Plus Disbursements	\$820,977.27

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$16,775,191.08
Total Fees and Expenses Allowed to Date:	\$8,540,037.91
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$1,256,740.80
Total Received by Applicant:	\$14,632,032.51

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Ziv Ben-Shahar	Associate	Restructuring	2022	3.80	\$885.00	\$3,363.00
Cade C. Boland	Associate	Litigation - General	2021	14.50	\$1,080.00	\$15,660.00
Trevor Eck	Associate	Restructuring	2023	69.40	\$885.00	\$61,419.00
David Hackel	Associate	Restructuring	2023	0.60	\$885.00	\$531.00
Rob Jacobson	Associate	Restructuring	2019	41.70	\$1,245.00	\$51,916.50
Meena Kandallu	Associate	Taxation	2022	1.10	\$935.00	\$1,028.50
Katherine Karnosh	Associate	Taxation	2021	4.00	\$1,075.00	\$4,300.00
Mike James Koch	Associate	Restructuring	2020	15.80	\$885.00	\$13,983.00
Sarah R. Margolis	Associate	Restructuring	2021	55.60	\$1,155.00	\$64,218.00
Isabella J. Paretti	Associate	Restructuring	2023	19.60	\$885.00	\$17,346.00
Francis Petrie	Associate	Restructuring	2017	115.30	\$1,375.00	\$158,537.50
Margaret Reiney	Associate	Restructuring	2018	6.90	\$1,245.00	\$8,590.50
Chloe Reum	Associate	Litigation - General	2023	0.50	\$850.00	\$425.00
Jimmy Ryan	Associate	Restructuring	2022	19.20	\$995.00	\$19,104.00
Alexandra Schrader	Associate	Litigation - General	2021	4.30	\$1,080.00	\$4,644.00
Katie J. Welch	Associate	Litigation - General	2018	4.90	\$1,215.00	\$5,953.50
Bob Allen, P.C.	Partner	Litigation - General	2012	9.20	\$1,605.00	\$14,766.00
Kelsey Bleiweiss	Partner	Litigation - General	2016	5.50	\$1,245.00	\$6,847.50
Susan D. Golden	Partner	Restructuring	1988	11.00	\$1,475.00	\$16,225.00
Shayne Henry	Partner	Litigation - General	2014	0.10	\$1,310.00	\$131.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	0.60	\$1,620.00	\$972.00
R.D. Kohut	Partner	ECEB - Labor/Employment	2004	0.50	\$1,795.00	\$897.50
Christine A. Okike, P.C.	Partner	Restructuring	2009	24.70	\$1,850.00	\$45,695.00
Anne G. Peetz	Partner	Corporate - Capital Markets	2014	0.60	\$1,425.00	\$855.00
William T. Pruitt	Partner	Litigation - General	2004	0.30	\$1,550.00	\$465.00
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	2.60	\$1,680.00	\$4,368.00
Michael B. Slade	Partner	Litigation - General	1999	19.80	\$1,855.00	\$36,729.00
Mari Stonebraker	Partner	ECEB - Labor/Employment	2014	2.00	\$1,425.00	\$2,850.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	1.50	\$2,045.00	\$3,067.50
Luke Spangler	Junior Paralegal	Restructuring	N/A	1.20	\$325.00	\$390.00
Megan Bowsher	Paralegal	Litigation - General	N/A	1.40	\$395.00	\$553.00
Julia R. Foster	Paralegal	Restructuring	N/A	4.80	\$480.00	\$2,304.00
Joel DePalma	Presentation Design Lead	Presentation Design	N/A	2.80	\$495.00	\$1,386.00
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	2.00	\$475.00	\$950.00
TOTALS				467.80		\$570,471.00

SECTION II
SUMMARY OF SERVICES

Matter Number	Services Rendered	Hours	Fee
5	Business Operations	12.20	\$18,039.50
6	Case Administration	4.70	\$5,062.50
7	Cash Management	1.70	\$2,385.00
8	Customer and Vendor Communications	11.00	\$13,911.50
9	Claims Administration and Objections	10.40	\$19,280.00
10	Official Committee Matters and Meetings	5.50	\$6,000.50
11	Use, Sale, and Disposition of Property	2.50	\$2,245.50
12	Corp., Governance, & Securities Matters	1.00	\$1,375.00
13	Employee Matters	5.60	\$8,679.00
16	Hearings	15.40	\$21,234.50
17	Insurance and Surety Matters	5.00	\$6,431.50
18	Disclosure Statement, Plan, Confirmation	234.00	\$279,461.00
20	K&E Retention and Fee Matters	64.30	\$72,291.50
21	Non-K&E Retention and Fee Matters	2.50	\$2,987.50
22	Tax Matters	5.70	\$7,764.50
24	U.S. Trustee Communications & Reporting	4.90	\$5,758.50
25	Regulatory	39.40	\$48,152.00
26	Investigation Matters	5.80	\$6,271.50
28	Pro Se Party Communication	2.50	\$2,526.50
29	Wallet Withdrawal Relief	33.70	\$40,613.50
SERVICES TOTALS		467.80	\$570,471.00

SECTION III
SUMMARY OF DISBURSEMENTS

Disbursements	Amount
Standard Copies or Prints	\$496.00
Color Copies or Prints	\$772.00
Other Court Costs and Fees	\$23,663.06
Professional Fees	\$182,553.15
Investigators	\$39,000.00
Catering Expenses	\$505.50
Computer Database Research	\$141.00
Westlaw Research	\$3,271.71
Overtime Transportation	\$23.85
Overtime Meals - Attorney	\$80.00
DISBURSEMENTS TOTAL	\$250,506.27

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See Exhibit A.*
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant participated in a hearing with regard to the Debtors' motions seeking an extension of their exclusive periods to file a chapter 11 plan and solicit acceptances thereof and conditional approval of their disclosure statement and obtained entry of orders granting the same [Docket Nos. 1305 (order extending exclusivity), 1306 (order conditionally approving disclosure statement)].
 - (b) The Applicant drafted, coordinated with the Debtors' other advisors, and filed a revised chapter 11 plan [Docket No. 1309].
 - (c) The Applicant researched, drafted, and filed a revised disclosure statement regarding the Debtors' revised proposed chapter 11 plan [Docket No. 1310].
 - (d) The Applicant negotiated, drafted, and filed an application in lieu of a motion seeking entry of an agreed order embodying the settlement reached among the Debtors and the Official Committee of Unsecured Creditors and clarifying clients eligible to withdraw assets from Wallet accounts [Docket No. 1337].
 - (e) The Applicant coordinated with the Debtors' other advisors with regard to the drafting and filing of objections to the claims of FTX Trading Ltd. ("FTX") and Three Arrows Capital Ltd. ("3AC") [Docket Nos. 1375 (objection to the FTX claims), 1376 (objection to the 3AC claims)].
 - (f) The Applicant researched, drafted, and filed a motion seeking extensions of their exclusive periods to file a chapter 11 plan and solicit acceptances thereof [Docket No. 1392].

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (g) The Applicant attended and participated in status conferences and hearings related to the foregoing.
 - (h) The Applicant tended to other matters concerning administration of the chapter 11 cases.
 - (i) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time. This is the ninth monthly fee statement.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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msirota@coleschotz.com
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
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richard.kanowitz@haynesboone.com
kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

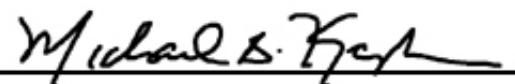
Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS**

HEREBY ORDERED THAT:

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as Exhibit 1, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

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13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States
+1 212 446 4800
www.kirkland.com

Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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CONFIDENTIAL

therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction"))). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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November 12, 2022
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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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Mr. Mayers
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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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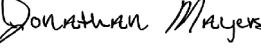
CONFIDENTIAL

By:


Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:

By: 
Name: Jonathan Mayers
Title: General Counsel

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Mr. Mayers
December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2022

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086478
Client Matter: 54119-5

In the Matter of Business Operations

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 18,039.50
Total legal services rendered	\$ 18,039.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Susan D. Golden	0.30	1,475.00	442.50
Christine A. Okike, P.C.	0.70	1,850.00	1,295.00
Francis Petrie	9.40	1,375.00	12,925.00
Michael B. Slade	1.60	1,855.00	2,968.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	12.20		\$ 18,039.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/23/23	Francis Petrie	1.80	Correspond with Kroll, Company re data breach and response.
08/24/23	Francis Petrie	4.60	Telephone conference with M. Slade re breach (.5); telephone conference S. Golden re information breach status (.4); revise communications materials re data breach (.5); telephone conference with Kroll team re breach scope and status (.3); telephone conference with M. Renzi re same (.4); telephone conference with Kroll, Company re reporting requirements and next steps (.7); review correspondence and correspond re data breach and path forward (1.8).
08/24/23	Michael B. Slade	1.60	Telephone conference with F. Petrie re data breach (.3); telephone conference with Kroll re same (1.0); review and revise talking points re same (.3).
08/24/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade, K&E team re data breach.
08/25/23	Susan D. Golden	0.30	Correspond with F. Petrie re Kroll data breach.
08/25/23	Francis Petrie	0.80	Correspond with S. Golden, K&E team, Company, Kroll re data security and related issues.
08/28/23	Christine A. Okike, P.C.	0.30	Correspond with Company re postpetition crypto deposits (.2); review, revise communication to clients re same (.1).
08/28/23	Francis Petrie	1.10	Telephone conference with U.S. Trustee team re data breach and response (.3); correspond with Kroll, Committee re same (.8).
08/30/23	Francis Petrie	0.50	Compile communications materials and correspond with U.S. Trustee re data incident.
08/31/23	Christine A. Okike, P.C.	0.40	Review, revise customer communications materials re Kroll breach.
08/31/23	Francis Petrie	0.60	Correspond with Company, Kroll re data incident.
Total		12.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086477
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 5,062.50
Total legal services rendered	\$ 5,062.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Julia R. Foster	1.60	480.00	768.00
Christine A. Okike, P.C.	0.80	1,850.00	1,480.00
Margaret Reiney	1.00	1,245.00	1,245.00
Michael B. Slade	0.30	1,855.00	556.50
Luke Spangler	0.60	325.00	195.00
Josh Sussberg, P.C.	0.40	2,045.00	818.00
TOTALS	4.70		\$ 5,062.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone re key work streams.
08/02/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone re key work streams.
08/04/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re post effective date services.
08/06/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status, next steps.
08/09/23	Julia R. Foster	0.40	Coordinate logistics re August 30, 2023 hearing (.2); correspond with F. Petrie and M. Reiney re same (.2).
08/10/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status, next steps.
08/14/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re work in process.
08/17/23	Michael B. Slade	0.30	Telephone conference with F. Petrie, K&E team re next steps.
08/17/23	Luke Spangler	0.40	Compile, review and distribute pleadings to F. Petrie and K&E team re August 17 hearing.
08/17/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status, next steps.
08/21/23	Margaret Reiney	0.50	Correspond with R. Jacobson, F. Petrie re work in process.
08/22/23	Julia R. Foster	0.20	Compile, review, analyze pleadings re exclusivity motion.
08/24/23	Julia R. Foster	0.40	Compile, organize hearing agendas and transcripts.
08/28/23	Julia R. Foster	0.60	Compile May 11, 2023 hearing transcript and related orders (.3); correspond with Cole Schotz team re August 30, 2023 hearing logistics (.3).
08/29/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone re key work streams.
08/30/23	Luke Spangler	0.20	Compile, review, analyze pleadings re August 30 hearing.

Total**4.70**

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086476
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 2,385.00
Total legal services rendered	\$ 2,385.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.10	1,850.00	185.00
Francis Petrie	1.60	1,375.00	2,200.00
TOTALS	1.70		\$ 2,385.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/23	Christine A. Okike, P.C.	0.10	Review, analyze cash management matters.
08/02/23	Francis Petrie	0.20	Correspond with Company, U.S. Trustee re collateralization and bank accounts.
08/08/23	Francis Petrie	0.30	Correspond with U.S. Trustee re collateralization.
08/15/23	Francis Petrie	0.20	Correspond with Company, BRG re account opening and related procedure.
08/16/23	Francis Petrie	0.20	Correspond with U.S. Trustee re bank account opening.
08/21/23	Francis Petrie	0.20	Correspond with Company, U.S. Trustee re bank account opening status.
08/28/23	Francis Petrie	0.50	Correspond with Committee re bank account opening (.1); correspond with Company re escrowed amounts (.4).
Total		1.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086475
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 13,911.50
Total legal services rendered	\$ 13,911.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Rob Jacobson	9.70	1,245.00	12,076.50
Christine A. Okike, P.C.	0.10	1,850.00	185.00
Francis Petrie	1.20	1,375.00	1,650.00
TOTALS	11.00		\$ 13,911.50

Description of Legal Services

Date	Name	Hours	Description
08/08/23	Christine A. Okike, P.C.	0.10	Review, analyze customer communication materials.
08/10/23	Francis Petrie	0.50	Telephone conference with Company re customer communications.
08/11/23	Rob Jacobson	1.40	Review, revise customer communications materials re wallet withdrawals (1.3); correspond with Committee, Company re same (.1).
08/14/23	Rob Jacobson	2.80	Review, revise customer communication materials (1.9); correspond with Committee counsel re same (.2); review, analyze issues re same (.7).
08/17/23	Rob Jacobson	2.20	Review, revise customer communications materials (1.6); correspond with Company re same (.2); review, analyze issues re same (.4).
08/28/23	Rob Jacobson	1.60	Review, revise customer communications materials.
08/31/23	Rob Jacobson	1.70	Review, revise multiple customer communications materials (1.3); correspond with Company, Committee re same (.4).
08/31/23	Francis Petrie	0.70	Telephone conference with Company re communications strategy and materials (.3); review draft communications materials and correspond with Company re same (.4).
Total		11.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086474
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 19,280.00
Total legal services rendered	\$ 19,280.00

Claims Administration and Objections**Summary of Hours Billed**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	2.40	1,850.00	4,440.00
Michael B. Slade	8.00	1,855.00	14,840.00
TOTALS	10.40		\$ 19,280.00

Claims Administration and Objections**Description of Legal Services**

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/23	Michael B. Slade	1.80	Review and revise pleadings and declarations re 3AC and FTX.
08/07/23	Michael B. Slade	0.80	Telephone conference with Haynes and Boone team re 3AC and FTX (.5); review, analyze discovery materials re same (.3).
08/09/23	Christine A. Okike, P.C.	1.30	Review, revise 3AC claim estimation motion (.5); review, revise FTX claim estimation motion (.8).
08/17/23	Michael B. Slade	0.80	Review materials re FTX (.4); correspond re same (.4).
08/18/23	Michael B. Slade	1.70	Review and revise FTX objection.
08/19/23	Michael B. Slade	2.10	Review and revise FTX claims objection (1.3); review and revise 3AC claims objection (.8).
08/21/23	Christine A. Okike, P.C.	1.00	Review 3AC claims objection (.3); review FTX claims objection (.7).
08/23/23	Michael B. Slade	0.80	Review 3AC discovery materials.
08/28/23	Christine A. Okike, P.C.	0.10	Correspond with Reed Smith re claim objection.
Total		10.40	

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AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086473
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 6,000.50
Total legal services rendered	\$ 6,000.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	3.20	885.00	2,832.00
Rob Jacobson	1.80	1,245.00	2,241.00
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	5.50		\$ 6,000.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/23	Rob Jacobson	0.20	Correspond with Committee re solicitation materials (.1); review, analyze re same (.1).
08/14/23	Michael B. Slade	0.50	Telephone conference with Brown Rudnick re upcoming matters.
08/16/23	Trevor Eck	0.60	Correspond with F. Petrie, K&E team re fee compliance with Committee settlement.
08/17/23	Trevor Eck	0.20	Correspond with F. Petrie, K&E team re fee compliance with Committee settlement.
08/18/23	Trevor Eck	1.20	Review, revise summary re Committee settlement compliance (.9); correspond with F. Petrie, K&E team re same (.3).
08/18/23	Rob Jacobson	1.60	Review, revise summary materials for Committee (1.2); correspond with T. Eck, F. Petrie, Company re same (.4).
08/21/23	Trevor Eck	0.20	Correspond with F. Petrie, K&E team re Committee settlement fee compliance.
08/23/23	Trevor Eck	0.20	Correspond with Company re Committee settlement fee compliance.
08/31/23	Trevor Eck	0.80	Draft workstream summary re Committee fee requirements.
Total		5.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086472
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 2,245.50
Total legal services rendered	\$ 2,245.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	2.20	885.00	1,947.00
Jimmy Ryan	0.30	995.00	298.50
TOTALS	2.50		\$ 2,245.50

Use, Sale, and Disposition of Property**Description of Legal Services**

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/23	Trevor Eck	0.50	Draft confidential information destruction letter.
08/16/23	Trevor Eck	0.40	Correspond with Company re NDA termination agreement and destruction letter.
08/22/23	Trevor Eck	0.80	Correspond with Company team re NDA issue (.3); research re same (.5).
08/24/23	Trevor Eck	0.50	Correspond with Company, J. Ryan, K&E team re NDA issue (.4); review, analyze NDA re same (.1).
08/24/23	Jimmy Ryan	0.30	Correspond with T. Eck, K&E team and Company re NDA termination agreement.
Total		2.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086471
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 1,375.00
Total legal services rendered	\$ 1,375.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Francis Petrie	1.00	1,375.00	1,375.00
TOTALS	1.00		\$ 1,375.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/16/23	Francis Petrie	0.40	Draft communications to board re hearing update.
08/29/23	Francis Petrie	0.60	Draft board communications re hearing update (.4); correspond with Haynes and Boone re same (.2).
Total		1.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086470
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 8,679.00
Total legal services rendered	\$ 8,679.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
R.D. Kohut	0.50	1,795.00	897.50
Christine A. Okike, P.C.	0.60	1,850.00	1,110.00
Francis Petrie	1.70	1,375.00	2,337.50
Michael B. Slade	0.80	1,855.00	1,484.00
Mari Stonebraker	2.00	1,425.00	2,850.00
TOTALS	5.60		\$ 8,679.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	R.D. Kohut	0.50	Review, analyze employment issues.
08/01/23	Michael B. Slade	0.40	Correspond with Company, R. Kohut, K&E team re employee matters.
08/01/23	Mari Stonebraker	2.00	Draft and revise agreement re employee issues (1.0); correspond with Company re same (.5); correspond with R. Kohut re same (.5).
08/02/23	Christine A. Okike, P.C.	0.40	Correspond with Company re KERP payments (.1); review and revise employee talking points (.3).
08/08/23	Christine A. Okike, P.C.	0.20	Review and revise employee talking points.
08/08/23	Francis Petrie	0.40	Telephone conference with Company re employee issues.
08/17/23	Francis Petrie	0.40	Telephone conference with Company re employee issues.
08/17/23	Michael B. Slade	0.40	Telephone conference with Company re personnel issue (.3); review materials re same (.1).
08/22/23	Francis Petrie	0.70	Telephone conference with Company re employee issues (.5); review, analyze contract re release provisions (.2).
08/28/23	Francis Petrie	0.20	Correspond with Company re separation agreement provisions.
Total		5.60	

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AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086469
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 21,234.50
Total legal services rendered	\$ 21,234.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	1.00	1,245.00	1,245.00
Sarah R. Margolis	0.80	1,155.00	924.00
Christine A. Okike, P.C.	3.00	1,850.00	5,550.00
Francis Petrie	2.90	1,375.00	3,987.50
Margaret Reiney	1.50	1,245.00	1,867.50
Jimmy Ryan	3.00	995.00	2,985.00
Alexandra Schrader	1.70	1,080.00	1,836.00
Michael B. Slade	1.20	1,855.00	2,226.00
Josh Sussberg, P.C.	0.30	2,045.00	613.50
TOTALS	15.40		\$ 21,234.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Sarah R. Margolis	0.80	Telephonically attend hearing re conditional disclosure statement approval.
08/01/23	Christine A. Okike, P.C.	0.90	Attend disclosure statement hearing.
08/01/23	Francis Petrie	0.70	Telephonically attend hearing re conditional disclosure statement approval.
08/01/23	Margaret Reiney	0.70	Telephonically attend hearing re conditional disclosure statement approval.
08/01/23	Jimmy Ryan	0.80	Telephonically attend hearing re conditional disclosure statement approval.
08/01/23	Alexandra Schrader	0.50	Telephonically attend hearing re conditional disclosure statement approval.
08/01/23	Josh Sussberg, P.C.	0.30	Telephonically attend hearing re conditional disclosure statement approval.
08/17/23	Francis Petrie	1.00	Telephonically attend lift stay hearing.
08/17/23	Margaret Reiney	0.80	Attend hearing re lift stay.
08/30/23	Rob Jacobson	1.00	Telephonically attend hearing re adversary proceedings.
08/30/23	Christine A. Okike, P.C.	2.10	Attend hearing re adversary proceedings.
08/30/23	Francis Petrie	1.20	Telephonically attend hearing re adversary proceedings (partial).
08/30/23	Jimmy Ryan	2.20	Telephonically attend hearing re adversary proceedings.
08/30/23	Alexandra Schrader	1.20	Telephonically attend hearing re adversary proceeding.
08/30/23	Michael B. Slade	1.20	Attend status conference re government seizure and re lift stay.
Total		15.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086468
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 6,431.50
Total legal services rendered	\$ 6,431.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	0.30	1,550.00	465.00
Michael B. Slade	0.40	1,855.00	742.00
Katie J. Welch	4.30	1,215.00	5,224.50
TOTALS	5.00		\$ 6,431.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Katie J. Welch	2.90	Review, analyze insurance documents re privilege.
08/07/23	Michael B. Slade	0.40	Correspond with K. Welch re insurance issues.
08/15/23	William T. Pruitt	0.30	Review, analyze D&O insurance policy expiration.
08/17/23	Katie J. Welch	1.40	Review and tag insurance-related documents for inclusion in privilege log.
Total		5.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086467
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 279,461.00
Total legal services rendered	\$ 279,461.00

Disclosure Statement, Plan, Confirmation**Summary of Hours Billed**

Name	Hours	Rate	Amount
Trevor Eck	51.80	885.00	45,843.00
Susan D. Golden	0.50	1,475.00	737.50
Richard U. S. Howell, P.C.	0.60	1,620.00	972.00
Rob Jacobson	21.10	1,245.00	26,269.50
Meena Kandallu	0.50	935.00	467.50
Katherine Karnosh	1.60	1,075.00	1,720.00
Mike James Koch	10.60	885.00	9,381.00
Sarah R. Margolis	29.00	1,155.00	33,495.00
Christine A. Okike, P.C.	15.40	1,850.00	28,490.00
Isabella J. Paretti	10.50	885.00	9,292.50
Anne G. Peetz	0.60	1,425.00	855.00
Francis Petrie	73.30	1,375.00	100,787.50
Margaret Reiney	1.70	1,245.00	2,116.50
Jimmy Ryan	13.00	995.00	12,935.00
Anthony Vincenzo Sexton, P.C.	0.40	1,680.00	672.00
Michael B. Slade	2.60	1,855.00	4,823.00
Luke Spangler	0.60	325.00	195.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	234.00		\$ 279,461.00

Disclosure Statement, Plan, Confirmation**Description of Legal Services**

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Trevor Eck	3.20	Review, revise disclosure statement order exhibits (2.7); telephone conference with Kroll, F. Petrie re same (.2); telephone conference with C. Okike, K&E team, U.S. Trustee re same (.3).
08/01/23	Mike James Koch	0.70	Review, revise disclosure statement (.2); correspond with M. Reiney, K&E team re same (.1); revise disclosure statement re solicitation preparation (.3); correspond with F. Petrie, K&E team re same (.1).
08/01/23	Christine A. Okike, P.C.	3.80	Prepare for disclosure statement hearing (2.0); review, analyze U.S. Trustee's comments to solicitation materials (.6); correspond with Committee, F. Petrie and K&E teams re same (.5); telephone conference with Kroll, F. Petrie and K&E team same (.3); telephone conference with U.S. Trustee, Committee, F. Petrie and K&E team re same (.4).
08/01/23	Francis Petrie	6.90	Telephone conference with Company re plan logistics (.5); telephone conference with US Trustee re disclosure statement comments (.4); telephone conference with Kroll re same (.5); correspond with U.S. Trustee, Kroll re solicitation timeline and logistics (.9); review and revise solicitation procedures, disclosure statement and disclosure statement order (1.4); correspond with Committee re same (.5); correspond with Cole Schotz re disclosure statement hearing timing and logistics (.6); correspond with Kroll team re solicitation timeline (.4); finalize disclosure statement order (.8); review, revise solicitation versions of plan and disclosure statement (.9).
08/01/23	Margaret Reiney	0.70	Review, revise disclosure statement order.
08/01/23	Jimmy Ryan	0.80	Correspond with F. Petrie, K&E team re chapter 11 plan and DS (.2); review, revise chapter 11 plan (.1); conference with F. Petrie, K&E team and Kroll team re solicitation (.5).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/23	Trevor Eck	2.60	Review, revise disclosure statement order exhibits (.9); review, revise action items summary re solicitation (.7); review, revise solicitation materials re same (1.0).
08/02/23	Susan D. Golden	0.50	Coordinate publication of combined hearing notice in NY Times, Royal Gazette and Financial Times.
08/02/23	Christine A. Okike, P.C.	1.20	Review, revise plan timeline (.5); review, revise solicitation materials (.4); telephone conference with Committee re Committee solicitation letter (.1); correspond with Walkers re plan supplement (.2).
08/02/23	Francis Petrie	3.20	Review and revise communications materials re solicitation (.6); correspond with U.S. Trustee re final disclosure statement order and language (.4); review and revise solicitation versions of deal documents (.8); finalize solicitation materials re amended dates (.9); correspond with S. Golden re publication notice and proofs (.5).
08/02/23	Michael B. Slade	0.30	Correspond with F. Petrie, K&E team re disclosure statement.
08/03/23	Trevor Eck	5.40	Review, revise solicitation mailing matrix (1.1); review, revise solicitation correspondence (.8); review, revise solicitation action items summary (.8); review, revise solicitation package (.9); correspond with Kroll, F. Petrie, K&E team re same (.3); review, revise publication notice (.8); research precedent re third exclusivity motion (.7).
08/03/23	Mike James Koch	1.00	Review, revise disclosure statement re solicitation version (.6); correspond with F. Petrie, K&E team re same (.4).
08/03/23	Francis Petrie	1.00	Telephone conference with C Street, Company re solicitation communications (.4); telephone conference with Committee re same (.3); telephone conference with R. Jacobson re same (.3).
08/03/23	Jimmy Ryan	0.30	Correspond with F. Petrie, K&E team re chapter 11 plan and disclosure statement.
08/03/23	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze plan re structuring issues.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/23	Trevor Eck	1.10	Review, revise plan class report (.9); telephone conference with R. Jacobson re same (.2).
08/04/23	Rob Jacobson	1.30	Conference with BRG, Kroll re solicitation launch (.9); prepare for same (.1); correspond with F. Petrie re same (.3).
08/05/23	Trevor Eck	0.40	Correspond with Kroll, R. Jacobson, K&E team re solicitation issues, combined hearing notice distribution.
08/06/23	Rob Jacobson	0.60	Correspond with Kroll, BRG re solicitation.
08/07/23	Trevor Eck	1.30	Draft motion to extend exclusivity.
08/07/23	Richard U. S. Howell, P.C.	0.30	Review, analyze correspondence with F. Petrie, K&E team re open settlement and plan confirmation issues.
08/07/23	Francis Petrie	2.80	Correspond with T. Eck, K&E team re plan edits and confirmation work in process (.9); telephone conference with Company re confirmation (.4); correspond with BRG, Kroll re plan classing issues (1.5).
08/07/23	Margaret Reiney	0.50	Correspond with F. Petrie, R. Jacobson re solicitation process.
08/07/23	Jimmy Ryan	0.50	Correspond with F. Petrie, K&E team re confirmation.
08/08/23	Trevor Eck	2.40	Research plan precedent re gatekeeping provision.
08/08/23	Trevor Eck	0.90	Review, revise key workstream summary re confirmation considerations.
08/08/23	Mike James Koch	0.50	Review, revise communications materials re solicitation (.4); correspond with F. Petrie re same (.1).
08/08/23	Sarah R. Margolis	1.70	Review, analyze confirmation brief precedent.
08/08/23	Francis Petrie	2.30	Telephone conferences with Kroll, BRG re plan classing (.7); correspond with Company re same (.3); telephone conference with Company re confirmation status (.3); review and revise communications materials re solicitation (.7); correspond with Company re entity wind-down (.3).
08/09/23	Trevor Eck	1.50	Draft motion to extend exclusivity.
08/09/23	Sarah R. Margolis	2.60	Draft confirmation brief (1.5); review, analyze plan re same (1.1).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/23	Francis Petrie	2.90	Correspond with BRG, Company re plan classing and solicitation (1.9); telephone conferences with Company, Kroll team re same (1.0).
08/10/23	Trevor Eck	1.30	Review, revise motion to extend exclusivity (1.2); telephone conference with J. Ryan re same (.1).
08/10/23	Trevor Eck	1.10	Telephone conference with F. Petrie, K&E team re confirmation workstream status, next steps (.3); review, revise confirmation workstream summary re same (.7); correspond with F. Petrie re same (.1).
08/10/23	Mike James Koch	0.30	Conference with F. Petrie, K&E team re chapter 11 plan.
08/10/23	Sarah R. Margolis	0.50	Draft confirmation brief (.2); research case law re same (.1); review precedent re same (.2).
08/10/23	Sarah R. Margolis	0.30	Telephone conference with F. Petrie, K&E team re confirmation.
08/10/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re confirmation.
08/10/23	Francis Petrie	2.30	Telephone conference with Company re confirmation (.4); telephone conference with T. Eck, K&E team re same (.5); telephone conference with Haynes and Boone team re same (.3); conference and correspond with M. Reiney, R. Jacobson re same (1.1).
08/10/23	Jimmy Ryan	0.60	Correspond with F. Petrie and T. Eck re motion to extend exclusivity (.2); telephone conference with T. Eck re same (.1); conference with F. Petrie, K&E team re confirmations issues (.3).
08/11/23	Rob Jacobson	0.80	Review, revise communication materials re solicitation (.7); correspond with F. Petrie, C Street re same (.1).
08/11/23	Mike James Koch	0.30	Research, analyze precedent re plan supplement, executory contracts (.2); correspond with R. Jacobson re same (.1).
08/11/23	Francis Petrie	1.90	Review, revise exclusivity motion (.4); correspond with Kroll, BRG teams re plan classing issues and solicitation (1.5).
08/11/23	Jimmy Ryan	0.40	Review, revise motion to extend exclusivity.
08/12/23	Jimmy Ryan	1.50	Review, revise motion to extend exclusivity.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/23	Francis Petrie	2.60	Telephone conference with Committee, Haynes and Boone re confirmation (.5); correspond with R. Jacobson, K&E team re status of plan supplement documentation (.4); telephone conference with R. Jacobson, M. Reiney re amended plan documents (.4); revise communication materials re solicitation (.8); correspond with R. Jacobson re same (.3); correspond with Committee re solicitation timing (.2).
08/15/23	Trevor Eck	3.80	Draft application to rebalance coin assets (2.4); research precedent re same (.9); research caselaw re plan provision issue (.5).
08/15/23	Sarah R. Margolis	1.10	Draft confirmation brief.
08/15/23	Anne G. Peetz	0.60	Telephone conference with SEC re confirmation, plan and securities matters.
08/15/23	Francis Petrie	2.30	Telephone conference with Company re confirmation strategy (.4); correspond with Company re solicitation logistics (.4); review, analyze precedent plans re exculpation provisions (1.2); correspond with Company re plan distributions (.3).
08/15/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re confirmation issues.
08/16/23	Trevor Eck	3.50	Draft voting declaration in support of confirmation (2.8); draft Company declaration in support of confirmation (.7).
08/16/23	Sarah R. Margolis	0.60	Draft confirmation brief.
08/17/23	Trevor Eck	0.60	Draft BRG declaration in support of confirmation.
08/17/23	Trevor Eck	0.80	Telephone conference with F. Petrie, K&E team re confirmation issues, case status, next steps (.3); review, revise confirmation workstream summary re same (.5).
08/17/23	Rob Jacobson	1.30	Review, analyze issues re solicitation (1.2); correspond with F. Petrie re same (.1).
08/17/23	Mike James Koch	0.20	Conference with F. Petrie, K&E team re confirmation workstreams.
08/17/23	Sarah R. Margolis	0.40	Telephone conference with F. Petrie, K&E team re confirmation workstreams.
08/17/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re confirmation workstreams.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/17/23	Francis Petrie	2.50	Telephone conference with Company re confirmation strategy (.5); correspond with Kroll team re solicitation (.1); telephone conference with Company communications team re solicitation communications (.4); telephone conferences with M. Reiney, K&E team re confirmation workstreams (.5); review, analyze plan supplement inserts (.6); telephone conferences and correspond with Kroll re solicitation progress and related issues (.4).
08/17/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re confirmation workstreams.
08/17/23	Jimmy Ryan	0.30	Conference with F. Petrie, K&E team re confirmation workstreams and related issues.
08/18/23	Trevor Eck	2.30	Draft BRG declaration in support of confirmation.
08/18/23	Rob Jacobson	0.90	Correspond with BRG re plan supplement (.6); correspond with M. Koch, K&E team re same (.3).
08/18/23	Mike James Koch	0.20	Review, revise table plan supplement materials (.1); conference with R. Jacobson re same (.1).
08/18/23	Francis Petrie	0.50	Draft SEC correspondence re plan and confirmation order provisions.
08/18/23	Francis Petrie	2.80	Correspond with BRG team re rebalancing, plan supplement documentation (.8); telephone conference with M. Renzi re rebalancing (.2); correspond with BRG team re plan supplement document and coin conversion materials (.4); correspond with Kroll, Company re solicitation progress (.8); review, revise plan supplement draft documents (.6).
08/18/23	Francis Petrie	2.40	Review and revise third motion to extend exclusivity (1.8); correspond with J. Ryan, K&E team re same (.6).
08/18/23	Jimmy Ryan	0.40	Correspond with F. Petrie, K&E team and Haynes and Boone re motion to extend exclusivity.
08/19/23	Mike James Koch	0.40	Review, revise plan supplement materials (.3); correspond with R. Jacobson, K&E team re same (.1).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/19/23	Michael B. Slade	0.60	Review and revise exclusivity brief.
08/21/23	Trevor Eck	2.50	Draft BRG declaration in support of confirmation.
08/21/23	Rob Jacobson	1.40	Review, analyze solicitation matters (1.2); correspond with M. Koch, BRG, Company, Kroll re same (.2).
08/21/23	Mike James Koch	0.50	Draft summary re claims classification.
08/21/23	Sarah R. Margolis	7.10	Draft confirmation brief (3.0); research case law re same (2.1); review, analyze plan, disclosure statement (2.0).
08/21/23	Christine A. Okike, P.C.	0.40	Review, revise motion to extend exclusivity.
08/21/23	Francis Petrie	6.10	Telephone conference with Walkers, Haynes and Boone re plan supplement draft protocol (.5); telephone conference with Haynes and Boone re exclusivity extension and related issues (.4); telephone conference with R. Jacobson, K&E team re confirmation work in progress (.5); review and revise exclusivity motion and order, draft correspondence re finalizing same (1.0); telephone conference with Company re rebalancing assumptions (.4); correspond with A. Sexton re plan supplement materials (.2); review, analyze precedent plan supplement material re cryptocurrency tax considerations (.7); review and revise communications materials re solicitation status (.7); review, revise plan supplement and related documents (1.7).
08/21/23	Jimmy Ryan	0.40	Review, revise motion to extend exclusivity (.3); correspond with F. Petrie, K&E team re same (.1).
08/21/23	Michael B. Slade	0.50	Telephone conference with Brown Rudnick re SEC and exclusivity.
08/22/23	Rob Jacobson	0.70	Correspond with F. Petrie re solicitation consideration (.6); correspond with BRG, Haynes and Boone, Kroll, Company re same (.1).
08/22/23	Mike James Koch	1.50	Conference with R. Jacobson, K&E team re restructuring transactions memorandum (.1); draft same (.5); correspond with F. Petrie, R. Jacobson re same (.3); review, revise same (.6).
08/22/23	Sarah R. Margolis	0.50	Draft confirmation brief.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/23	Francis Petrie	4.80	Telephone conference with Company re confirmation status (.3); correspond with Company re confirmation order language (.2); correspond with R. Jacobson, K&E team re solicitation status and process (.3); correspond with Committee, J. Ryan, K&E team re exclusivity extension (.6); review and revise amended order re same (.6); coordinate filing of revised exclusivity motion (.7); correspond with M. Koch, K&E team re restructuring steps memorandum (.5); review and revise same (.4); review, analyze presentation re rebalancing (1.0); correspond with BRG re same (.2).
08/22/23	Jimmy Ryan	2.30	Correspond with F. Petrie, K&E team, Committee, Cole Schotz and Kroll re motion to extend exclusivity (.5); review, revise same (1.1); review, revise chapter 11 plan (.5); correspond with F. Petrie, K&E team re same (.2).
08/23/23	Rob Jacobson	4.30	Conferences with F. Petrie, BRG, Company, Kroll re tabulation (.7); prepare for same (.5); review, analyze solicitation procedures re same (.6); correspond with F. Petrie re same (.5); telephone conference with Committee, F. Petrie, BRG, Kroll re same (.5); review, analyze plan report re same (.8); correspond with Kroll re same (.7).
08/23/23	Francis Petrie	3.60	Telephone conference with BRG re rebalancing assumptions and approach (1.1); telephone conference with BRG re follow up re same (.2); review, analyze rebalancing materials re same (.6); telephone conference with Kroll, BRG re tabulation status and strategy (.5); telephone conference with Committee re same (.4); correspond with R. Jacobson, K&E team re same (.8).
08/23/23	Jimmy Ryan	0.40	Conference with F. Petrie, K&E team, Kroll, Company and BRG re solicitation.
08/24/23	Sarah R. Margolis	0.40	Draft confirmation brief.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/23	Francis Petrie	2.70	Prepare for and telephone conference with Company re solicitation status (.6); correspond with BRG, Company re solicitation status and proofs of claim (1.3); telephone conference with Haynes and Boone re solicitation, claims issues and voting status (.3); telephone conference with Company re confirmation status (.5).
08/25/23	Trevor Eck	0.40	Telephone conference with F. Petrie, K&E team re confirmation issues case status, next steps.
08/25/23	Rob Jacobson	3.40	Conference with Haynes and Boone, F. Petrie re solicitation (.5); conference with Company, BRG, Kroll re same (.5); correspond with Committee re same (.2); review, analyze issues re same (.7); correspond with F. Petrie, K&E team re same (.4); research solicitation procedures re same (.7); conference with F. Petrie, K&E team re confirmation workstreams (.4).
08/25/23	Mike James Koch	0.90	Conference with F. Petrie, K&E team re confirmation workstreams (.4); review, revise restructuring transactions memorandum (.3); correspond with A. Sexton, F. Petrie, K&E team re same (.2).
08/25/23	Sarah R. Margolis	0.90	Telephone conference with F. Petrie, K&E team re confirmation brief, declarations.
08/25/23	Isabella J. Paretti	0.70	Conference with F. Petrie, K&E team re confirmation work in process.
08/25/23	Francis Petrie	3.30	Telephone conference with Committee re balloting (.2); telephone conference with Kroll, R. Jacobson, Haynes and Boone re same (.9); telephone conference with Haynes and Boone, R. Jacobson re same (.5); correspond with Kroll, Haynes and Boone re solicitation process and ballot issuance (1.7).
08/25/23	Francis Petrie	1.30	Telephone conference with R. Jacobson, K&E team re confirmation work in process (.4); review, revise plan supplement materials (.3); correspond with A. Sexton re same (.1); review, revise document re plan supplement material status (.5).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/25/23	Jimmy Ryan	0.80	Telephone conference with F. Petrie, K&E team re confirmation considerations (.5); correspond with F. Petrie, K&E team re same (.3).
08/27/23	Sarah R. Margolis	1.10	Draft confirmation brief.
08/28/23	Trevor Eck	4.40	Draft memorandum re emergence steps (2.9); draft Renzi declaration in support of confirmation (1.2); correspond with F. Petrie, K&E team re outstanding plan supplement documents, action items (.3).
08/28/23	Rob Jacobson	1.70	Review, analyze plan supplement matters (1.3); correspond with F. Petrie, Company re same (.4).
08/28/23	Meena Kandallu	0.50	Review and analyze plan, disclosure statement and restructuring transactions memorandum re tax considerations.
08/28/23	Katherine Karnosh	1.60	Review and revise plan (.9); review, revise restructuring transaction memorandum (.7).
08/28/23	Mike James Koch	1.10	Review, revise restructuring transactions memorandum (.2); correspond with F. Petrie, R. Jacobson re same (.1); draft summary re plan supplement status (.4); correspond with T. Eck, K&E team re same (.2); review, revise plan supplement (.2).
08/28/23	Sarah R. Margolis	4.60	Draft confirmation brief (2.9); research case law re same (1.1); review, revise emergence steps memorandum (.4); correspond with T. Eck, K&E team re same (.2).
08/28/23	Christine A. Okike, P.C.	4.30	Review, analyze solicitation issues (1.2); analyze Kroll data breach and response thereto (1.4); review, analyze DOJ confirmation order language (.5); review, analyze precedent re gatekeeper plan provisions (.8); review, analyze balloting FAQs (.4).
08/28/23	Isabella J. Paretti	0.90	Review, revise confirmation brief.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/28/23	Francis Petrie	5.10	Telephone conference with R. Jacobson, K&E team, Company re confirmation work in process (.5); correspond with Kroll, Company re solicitation status and balloting (.4); review, analyze proposed language from DOJ re confirmation order and plan (.6); telephone conferences with Committee, Kroll re solicitation issues (.5); correspond with Company re Committee voting communications (.4); review, revise plan supplement tracking materials (.4); correspond with T. Eck, K&E team re same (.3); correspond with M. Koch, K&E team re retained causes of action language (.2); review, revise plan re same (.3); correspond with BRG re plan classing issues (.5); review, analyze underlying plan class report (.6); correspond with Kroll re convenience class and voting (.2); review, revise plan language re same (.2).
08/28/23	Jimmy Ryan	0.20	Review, revise separation agreement.
08/28/23	Anthony Vincenzo Sexton, P.C.	0.20	Review and revise restructuring transactions memorandum.
08/28/23	Luke Spangler	0.60	Research and compile precedent re confirmation orders.
08/29/23	Trevor Eck	6.50	Review, revise Renzi declaration in support of confirmation (3.9); review, revise Witherell declaration in support of confirmation (2.3); review, revise memorandum re steps to emergence (.3).
08/29/23	Rob Jacobson	1.60	Conference with Haynes and Boone re solicitation (.5); correspond with F. Petrie, K&E team re same (.5); review, analyze matters re same (.6).
08/29/23	Sarah R. Margolis	0.80	Review, revise emergence steps memorandum (.4); review, analyze plan, plan supplement re same (.4).
08/29/23	Christine A. Okike, P.C.	1.20	Review, analyze solicitation matters (.3); telephone conference with BRG, Committee, F. Petrie and K&E team re rebalancing (.9).
08/29/23	Isabella J. Paretti	1.10	Research re confirmation brief precedent (.3); research re confirmation issues (.3); review, revise confirmation brief re same (.5).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/29/23	Francis Petrie	3.60	Telephone conference with Company re confirmation strategy (.4); telephone conference with BRG re rebalancing strategy (.2); telephone conference with Committee, BRG teams re rebalancing (1.0); review, analyze plan language, presentation materials re treatment of same (.4); telephone conference with Haynes and Boone re solicitation issues (.5); review, revise plan supplement cover sheet and documentation (.7); correspond with M. Koch, K&E team re same (.4).
08/29/23	Jimmy Ryan	1.60	Review, revise chapter 11 plan (.3); correspond with F. Petrie, K&E team and BRG re same (.2); draft confirmation order (.3); review, analyze precedent re same (.8).
08/30/23	Trevor Eck	3.20	Review, revise voting declaration in support of confirmation (.8); review, revise BRG declaration in support of confirmation (2.4).
08/30/23	Rob Jacobson	2.00	Correspond with Committee, Company, A. Sexton, K&E team re plan supplement exhibits.
08/30/23	Mike James Koch	1.40	Draft summary re confirmation deadlines (.1); correspond with F. Petrie, K&E team re same (.1); review, revise confirmation communications (.2); correspond with F. Petrie, K&E team, Company re same (.2); correspond with Company re restructuring transactions memorandum (.1); review, revise plan supplement, plan administrator agreement (.2); correspond with C. Okike, K&E team re same (.1); review, analyze precedent re schedule of assumed executory contracts (.4).
08/30/23	Sarah R. Margolis	0.90	Review, analyze disclosure statement, plan, class treatment (.4); review, analyze solicitation communications, disclosure statement order (.5).
08/30/23	Christine A. Okike, P.C.	1.40	Review, revise restructuring transactions memorandum (.2); review, revise cross-border protocol agreement (1.0); review, revise plan administrator agreement (.2).
08/30/23	Isabella J. Paretti	3.90	Conference with S. Margolis, K&E team re confirmation brief (.6); review, revise confirmation brief (3.3).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/30/23	Francis Petrie	1.80	Draft and revise correspondence re plan supplement (.6); correspond with C. Okike, R. Jacobson re same (.4); correspond with Committee re plan supplement document status (.3); review, revise plan supplement documents (.5).
08/30/23	Jimmy Ryan	1.60	Review, analyze precedent re confirmation order (.7); research re same (.7); correspond with F. Petrie, K&E team re same (.2).
08/31/23	Trevor Eck	1.80	Review, revise Renzi declaration in support of confirmation.
08/31/23	Trevor Eck	0.80	Telephone conference with F. Petrie re confirmation issues, case status (.3); review, revise confirmation workstream summary re same (.5).
08/31/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with C. Okike, K&E team re potential confirmation hearing objections.
08/31/23	Rob Jacobson	1.10	Review, analyze assumed contract schedule re plan supplement (.5); correspond with F. Petrie, M. Koch, K&E team re same (.2); review, revise plan administrator agreement re same (.4).
08/31/23	Mike James Koch	1.60	Review, revise plan supplement (.6); correspond with F. Petrie, R. Jacobson, K&E team re same (.3); review, revise plan administrator agreement (.7).
08/31/23	Sarah R. Margolis	5.50	Telephone conference with I. Paretti re confirmation brief (.2); telephone conference with F. Petrie, K&E team re confirmation pleadings (.3); correspond with I. Paretti re same (.1); review, revise confirmation brief (2.9); review, analyze disclosure statement, plan (2.0).
08/31/23	Christine A. Okike, P.C.	2.80	Review, analyze DOJ plan comments (.4); telephone conference with DOJ, Haynes and Boone, F. Petrie and K&E team re same (.2); review, revise plan administrator agreement (2.0); telephone conference with F. Petrie re solicitation matters (.2).
08/31/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F Petrie and K&E teams re confirmation workstreams.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/31/23	Isabella J. Paretti	3.30	Review, revise confirmation brief (2.2); correspond with S. Margolis, K&E team re same (.2); research re plan solicitation (.4); conference with J. Ryan re same (.2); conference with F. Petrie, K&E team re confirmation workstreams (.3).
08/31/23	Francis Petrie	4.60	Telephone conference with M. Slade re confirmation (.5); telephone conference with C. Okike re plan status and confirmation (.3); telephone conference with Company re confirmation work in process (.3); review, revise plan administrator agreement (.3); correspond with M. Koch re same (.4); correspond with Committee re same (.2); review, revise plan supplement materials (.5); telephone conference with R. Jacobson, K&E team re confirmation work in process (.4); correspond with BRG team re solicitation strategy (.3); correspond with Haynes and Boone, R. Jacobson re solicitation (.5); correspond with M. Koch re confirmation deadlines (.3); review, revise international protocol agreement re plan supplement (.6).
08/31/23	Jimmy Ryan	0.90	Telephone conference with F. Petrie, K&E team, Haynes and Boone and DOJ re confirmation order (.1); correspond with C. Okike, K&E team, BRG and Haynes and Boone re same (.4); telephone conference with F. Petrie, K&E team re confirmation workstreams (.4).
08/31/23	Michael B. Slade	1.20	Review proposed inserts to plan (.3); telephone conference with DOJ team re same (.3); review prior gatekeeper briefing (.1); telephone conference with F. Petrie re same (.5).
Total		234.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086466
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 72,291.50
Total legal services rendered	\$ 72,291.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	3.80	885.00	3,363.00
Trevor Eck	11.40	885.00	10,089.00
Julia R. Foster	3.20	480.00	1,536.00
Susan D. Golden	9.90	1,475.00	14,602.50
David Hackel	0.60	885.00	531.00
Mike James Koch	5.20	885.00	4,602.00
Sarah R. Margolis	15.10	1,155.00	17,440.50
Francis Petrie	11.10	1,375.00	15,262.50
Margaret Reiney	2.70	1,245.00	3,361.50
Jimmy Ryan	1.10	995.00	1,094.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	64.30		\$ 72,291.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Margaret Reiney	2.70	Review, revise K&E invoice for privilege, confidentiality.
08/05/23	Susan D. Golden	1.00	Review and revise K&E invoice for privilege and confidentiality.
08/06/23	Susan D. Golden	4.00	Review and revise K&E invoices for privilege and confidentiality.
08/07/23	Sarah R. Margolis	1.60	Review, revise K&E invoice re privilege and confidentiality.
08/09/23	Ziv Ben-Shahar	3.80	Review, revise K&E invoice re privilege and confidentiality.
08/14/23	Francis Petrie	2.60	Review and revise K&E invoice re privilege and confidentiality.
08/16/23	Francis Petrie	4.70	Review and revise K&E invoice re privilege, confidentiality.
08/17/23	Mike James Koch	0.40	Correspond with S. Margolis, K&E team re second interim fee application.
08/17/23	Sarah R. Margolis	0.60	Correspond with M. Koch, K&E team re second interim fee application (.4); review, revise same re privilege, confidentiality (.2).
08/18/23	Sarah R. Margolis	0.60	Correspond with F. Petrie, K&E team re K&E interim fee application (.3); review, analyze fee examiner order re considerations re same (.3).
08/18/23	Francis Petrie	1.10	Review, revise K&E monthly fee statement for privilege and confidentiality (.2); correspond with S. Margolis, K&E team re fee application (.6); review, analyze fee examiner order re fee statement filing timing and deadlines (.3).
08/21/23	Julia R. Foster	0.50	Correspond with S. Margolis, K&E team re K&E monthly fee statements and fee applications.
08/21/23	Susan D. Golden	1.10	Review, revise K&E May and June invoices re privilege, confidentiality.
08/21/23	Mike James Koch	0.40	Draft schedule re interim, final fee applications (.2); correspond with F. Petrie, K&E team re same (.2).
08/21/23	Sarah R. Margolis	1.20	Review, revise K&E invoice re privilege, confidentiality.

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/23	Francis Petrie	0.40	Correspond with M. Koch, K&E team re fee reporting requirements.
08/22/23	Julia R. Foster	1.80	Review and revise K&E monthly fee statements (1.3); prepare same for filing (.5).
08/22/23	Sarah R. Margolis	0.50	Correspond with F. Petrie, K&E team re fee application.
08/22/23	Francis Petrie	0.70	Correspond with S. Margolis re fee statement filing and schedule.
08/23/23	Trevor Eck	4.20	Review, revise K&E invoice re privilege, confidentiality (3.8); correspond with M. Koch, K&E team re same (.4).
08/23/23	Julia R. Foster	0.90	Draft second interim K&E fee application.
08/23/23	Susan D. Golden	0.40	Correspond with fee examiner re K&E interim fee application (.1); telephone conference with fee examiner re same (.3).
08/23/23	Mike James Koch	4.40	Review, revise K&E invoice re confidentiality and privilege (3.9); correspond with T. Eck, K&E team re same (.2); review, analyze fee examiner inquiries (.3).
08/23/23	Sarah R. Margolis	1.50	Correspond with T. Eck, K&E team re fee examiner inquiries.
08/24/23	Trevor Eck	4.10	Review, revise K&E invoice re privilege, confidentiality (3.9); correspond with S. Margolis, K&E team re same (.2).
08/24/23	Susan D. Golden	1.50	Review, analyze fee examiner preliminary report.
08/24/23	Sarah R. Margolis	2.60	Correspond with F. Petrie, R. Jacobson re interim fee application and fee examiner inquiries (.3); correspond with T. Eck, K&E team re same (.6); review, revise K&E invoice re privilege, confidentiality (1.7).
08/24/23	Josh Sussberg, P.C.	0.10	Correspond with S. Golden re interim fee application.
08/25/23	Sarah R. Margolis	1.20	Review, analyze fee examiner inquiries.
08/25/23	Francis Petrie	0.50	Correspond with S. Margolis re fee application schedule and timing.
08/27/23	Susan D. Golden	0.40	Telephone conference with fee examiner re inquiries re first interim fee application.
08/28/23	Susan D. Golden	1.00	Correspond with J. Sussberg re fee examiner report (.3); conference with fee examiner re same (.7).

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/28/23	Josh Sussberg, P.C.	0.10	Correspond with S. Golden re fee examiner and status.
08/29/23	Sarah R. Margolis	1.80	Review, revise K&E invoice re privilege, confidentiality.
08/30/23	Trevor Eck	1.90	Review, revise interim fee application.
08/30/23	Susan D. Golden	0.50	Telephone conference with fee examiner, F. Petrie, K&E team re fee examiner preliminary report and requested reductions (.4); correspond with fee examiner, re second and final fee application timing (.1).
08/30/23	David Hackel	0.60	Review, analyze July expense report per fee examiner inquiries.
08/30/23	Sarah R. Margolis	3.50	Review, revise K&E invoice re privilege, confidentiality (3.4); telephone conference with fee examiner re invoice (.1).
08/30/23	Francis Petrie	1.10	Telephone conference with fee examiner re report inquiries (.4); review fee application deadlines (.5); correspond with S. Margolis, K&E team re same (.2).
08/30/23	Jimmy Ryan	1.10	Review, revise K&E invoice re privilege and confidentiality.
08/31/23	Trevor Eck	1.20	Review, revise interim fee application.
Total		64.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086465
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 2,987.50
Total legal services rendered	\$ 2,987.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.80	885.00	708.00
Susan D. Golden	0.30	1,475.00	442.50
Sarah R. Margolis	0.40	1,155.00	462.00
Francis Petrie	1.00	1,375.00	1,375.00
TOTALS	2.50		\$ 2,987.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/23	Trevor Eck	0.80	Draft certificate of no objection re Deloitte retention application (.6); correspond with S. Margolis, K&E team, Deloitte, Cole Schotz re same (.2).
08/09/23	Sarah R. Margolis	0.40	Review, revise certificate of no objection re Deloitte fee statement (.2); correspond with T. Eck, R. Jacobson, Cole Schotz re same (.2).
08/18/23	Francis Petrie	0.70	Draft correspondence re Committee fee request.
08/21/23	Francis Petrie	0.30	Review professional retention application filing schedule.
08/22/23	Susan D. Golden	0.30	Correspond with fee examiner re Committee professionals schedule request.
Total		2.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086464
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 7,764.50
Total legal services rendered	\$ 7,764.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Meena Kandallu	0.60	935.00	561.00
Katherine Karnosh	2.40	1,075.00	2,580.00
Anthony Vincenzo Sexton, P.C.	2.20	1,680.00	3,696.00
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	5.70		\$ 7,764.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/23	Katherine Karnosh	0.70	Telephone conference with A. Sexton, K. Schulhof, J. Gardyn, R. Loban, B. Mathews re SEC settlement, related tax considerations (.5); prepare for same (.2).
08/04/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax compliance issues.
08/18/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax return issues.
08/24/23	Anthony Vincenzo Sexton, P.C.	0.20	Review and analyze reporting issues.
08/25/23	Michael B. Slade	0.50	Telephone conference with Deloitte re documents.
08/27/23	Katherine Karnosh	0.80	Prepare tax consideration materials for onboarding M. Kandallu.
08/29/23	Meena Kandallu	0.60	Telephone conference with A. Sexton, Deloitte team re tax reporting considerations.
08/29/23	Katherine Karnosh	0.90	Telephone conference with A. Sexton, M. Kandallu, R. Loban, S. Bailey, M. Henry, J. Cutler, K. Schulhof, J. Gardyn re tax reporting, related considerations.
08/29/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax return issues.
08/30/23	Anthony Vincenzo Sexton, P.C.	0.50	Review and analyze tax form reporting issues.
Total		5.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086463
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 5,758.50
Total legal services rendered	\$ 5,758.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	1.10	1,245.00	1,369.50
Sarah R. Margolis	3.80	1,155.00	4,389.00
TOTALS	4.90		\$ 5,758.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/16/23	Sarah R. Margolis	0.60	Correspond with Berkeley Research Group re monthly operating reports (.2); review, analyze same (.4).
08/17/23	Sarah R. Margolis	1.20	Review, analyze monthly operating reports.
08/18/23	Sarah R. Margolis	1.30	Review, analyze monthly operating reports (1.0); correspond with Berkeley Research Group, R. Jacobson re same (.3).
08/21/23	Rob Jacobson	1.10	Review, analyze monthly operating reports (.8); correspond with S. Margolis, Berkeley Research Group team re same (.3).
08/21/23	Sarah R. Margolis	0.70	Correspond with BRG re monthly operating reports (.2); review, revise same (.2); telephone conference with Berkeley Research Group re same (.3).
Total		4.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086462
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 48,152.00
Total legal services rendered	\$ 48,152.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	9.20	1,605.00	14,766.00
Kelsey Bleiweiss	5.50	1,245.00	6,847.50
Cade C. Boland	13.70	1,080.00	14,796.00
Megan Bowsher	0.30	395.00	118.50
Joel DePalma	2.80	495.00	1,386.00
Ricardo Guzman	2.00	475.00	950.00
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Francis Petrie	2.00	1,375.00	2,750.00
Chloe Reum	0.50	850.00	425.00
Michael B. Slade	2.70	1,855.00	5,008.50
Katie J. Welch	0.30	1,215.00	364.50
TOTALS	39.40		\$ 48,152.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Bob Allen, P.C.	0.40	Prepare for conference with DFPI.
08/01/23	Kelsey Bleiweiss	0.10	Review correspondence from B. Allen re privilege log review of insurer materials.
08/02/23	Bob Allen, P.C.	0.90	Conference with DFPI and states re document requests (.2); review Committee and debtor reports in preparation for same (.7).
08/02/23	Kelsey Bleiweiss	0.20	Telephone conference with Deloitte re data retention issues.
08/02/23	Christine A. Okike, P.C.	0.40	Correspond with SEC re trade only assets (.2); correspond with Company re same (.2).
08/02/23	Chloe Reum	0.50	Conference with state regulators to address follow-up investigative questions (.2); prepare for same (.3).
08/03/23	Kelsey Bleiweiss	1.60	Review insurance documents for production.
08/04/23	Kelsey Bleiweiss	1.80	Review insurance documents for production.
08/05/23	Kelsey Bleiweiss	0.80	Review correspondence re document production issues.
08/07/23	Kelsey Bleiweiss	0.40	Telephone conference with Company and Deloitte re data retention issues.
08/07/23	Ricardo Guzman	0.50	Telephone conference with Company, Deloitte, K Bleiweiss, K&E team re data management inquires and updates (.4); prepare for same (.1).
08/09/23	Bob Allen, P.C.	0.20	Correspondence with K. Bleiweiss re state document requests.
08/09/23	Kelsey Bleiweiss	0.20	Review correspondence re document production issues.
08/10/23	Ricardo Guzman	0.80	Review, analyze document production re reporting considerations (.5); conference with M. Guzaitis re project updates and planning (.3).
08/11/23	Michael B. Slade	0.20	Review correspondence from B. Allen and K&E team re state regulators.
08/15/23	Bob Allen, P.C.	1.00	Review correspondence from K. Bleiweiss re data retention (.2); correspond with K. Bleiweiss, K&E team re California DFPI requests (.2); review documents re responsiveness (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/15/23	Kelsey Bleiweiss	0.40	Review correspondence from B. Allen, K&E team re data retention, DFPI requests.
08/15/23	Francis Petrie	1.40	Telephone conference with SEC re wallet and plan issues (.4); compile materials re follow up re same (.8); correspond with M. Slade, Company re same (.2).
08/15/23	Michael B. Slade	1.60	Telephone conference with SEC re wallet ad plan issues (.5); correspond with F. Petrie re SEC inquiries (.1); review prior plans re same (1.0).
08/16/23	Bob Allen, P.C.	2.20	Conference with Company re DFPI (.5); review, revise DFPI production, including draft production letter (.7); review, analyze produced Committee documents (1.0).
08/16/23	Megan Bowsher	0.30	Review, revise Company document production to California, Alabama and Texas Securities Departments (.2); revise production tracker (.1).
08/16/23	Ricardo Guzman	0.70	Review, analyze document production re reporting considerations.
08/17/23	Bob Allen, P.C.	0.30	Review, analyze FTX filings re BlockFi.
08/22/23	Bob Allen, P.C.	1.50	Review, revise document preservation protocol (.3); review, revise DFPI responsive presentation (1.2).
08/22/23	Cade C. Boland	0.20	Review correspondence, filings re California regulators inquiry.
08/23/23	Bob Allen, P.C.	2.60	Conference with M. Slade, K&E team re DFPI presentation (.3); review, analyze UCC report (2.3).
08/23/23	Cade C. Boland	4.30	Conference with B. Allen, K&E team re presentation to California regulators (.2); draft slide deck re presentation to California regulators (3.9); review, revise same (.2).
08/23/23	Michael B. Slade	0.90	Telephone conference with B. Allen and K&E team re next steps re regulator requests (.3); review materials re same (.6).
08/24/23	Bob Allen, P.C.	0.10	Review correspondence from F. Petrie re data breach.
08/24/23	Cade C. Boland	6.00	Draft slide deck re presentation to California regulators (3.9); research, analyze materials re same (2.1).
08/25/23	Cade C. Boland	1.00	Revise slide deck re presentation to California regulators.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/28/23	Cade C. Boland	0.30	Revise presentation re California regulator inquiries (.2); correspond with K. Welch, A. Schrader re same (.1).
08/29/23	Cade C. Boland	1.40	Revise slide deck re presentation to California Regulators.
08/30/23	Joel DePalma	1.10	Review, revise slide deck re California regulator presentation.
08/30/23	Katie J. Welch	0.30	Conference with J. DePalma, K&E team re presentation to California regulators.
08/31/23	Cade C. Boland	0.50	Revise presentation re California regulator inquiries (.4); correspond with K. Welch, K&E team re same (.1).
08/31/23	Joel DePalma	1.70	Review, revise slide deck re California regulator presentation.
08/31/23	Francis Petrie	0.60	Telephone conference with DOJ, K&E team re plan and confirmation language.
Total		39.40	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086461
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 6,271.50
Total legal services rendered	\$ 6,271.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Cade C. Boland	0.80	1,080.00	864.00
Megan Bowsher	1.10	395.00	434.50
Shayne Henry	0.10	1,310.00	131.00
Alexandra Schrader	2.60	1,080.00	2,808.00
Michael B. Slade	0.90	1,855.00	1,669.50
Katie J. Welch	0.30	1,215.00	364.50
TOTALS	5.80		\$ 6,271.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Alexandra Schrader	0.30	Review, analyze and compile documents cited in investigation reports.
08/04/23	Megan Bowsher	0.70	Compile documents cited in Special Committee report.
08/04/23	Alexandra Schrader	0.50	Review, analyze and compile documents cited in investigation reports.
08/08/23	Shayne Henry	0.10	Correspond with M. Slade, K&E team re case, investigation status.
08/08/23	Michael B. Slade	0.60	Telephone conference with S. Henry, K&E team re investigation status (.4); telephone conference with Vogel re same (.2).
08/10/23	Michael B. Slade	0.30	Telephone conference with F. Petrie, K&E team re investigation status, critical workstreams.
08/23/23	Katie J. Welch	0.30	Telephone conference with M. Slade, K&E team re presentation to state regulators.
08/28/23	Alexandra Schrader	0.70	Review and revise draft presentation re investigation findings.
08/30/23	Cade C. Boland	0.80	Revise slide deck re presentation to California regulators.
08/30/23	Megan Bowsher	0.40	Compile documents cited in Special Committee report.
08/30/23	Alexandra Schrader	1.00	Review and revise draft presentation re investigation findings (.7); review and compile documents cited in investigation reports (.3).
08/31/23	Alexandra Schrader	0.10	Review, revise draft presentation re investigation findings.
Total		5.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086460
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through August 31, 2023
(see attached Description of Expenses for detail)

Total expenses incurred	<hr/> \$ 250,506.27
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Total expenses incurred	\$ 250,506.27
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Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	496.00
Color Copies or Prints	772.00
Other Court Costs and Fees	23,663.06
Professional Fees	182,553.15
Investigators	39,000.00
Catering Expenses	505.50
Computer Database Research	141.00
Westlaw Research	3,271.71
Overtime Transportation	23.85
Overtime Meals - Attorney	80.00
Total	\$ 250,506.27

Description of Expenses**Standard Copies or Prints**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/13/23	Standard Copies or Prints	347.10
07/26/23	Standard Copies or Prints	4.30
07/28/23	Standard Copies or Prints	0.20
08/01/23	Standard Copies or Prints	15.10
08/04/23	Standard Copies or Prints	1.00
08/22/23	Standard Copies or Prints	2.70
08/29/23	Standard Copies or Prints	0.70
08/29/23	Standard Copies or Prints	124.70
08/30/23	Standard Copies or Prints	0.20
Total		496.00

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/13/23	Color Copies or Prints	387.50
08/01/23	Color Copies or Prints	117.00
08/29/23	Color Copies or Prints	0.50
08/29/23	Color Copies or Prints	267.00
	Total	772.00

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/09/23	Miller Advertising Agency Inc - BlockFi Combined Hearing Notice publication in the New York Times, Financial Times and Royal Gazette	23,663.06
Total		23,663.06

Professional Fees

Date	Description	Amount
05/25/23	Deloitte Transactions and Business Analytics LLP - Discovery services for BlockFi	140,987.09
08/09/23	Deloitte Transactions and Business Analytics LLP - Discovery Services for BlockFi	29,889.90
08/16/23	Deloitte Transactions and Business Analytics LLP - Discovery services for BlockFi	11,676.16
	Total	182,553.15

Investigators

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/25/23	Checkers International Inc - Invoice #16039 - August 2023	3,500.00
08/25/23	Checkers International Inc - Invoice #16038 - August 2023	3,500.00
08/25/23	Checkers International Inc - Invoice #16041 - August 2023	3,500.00
08/25/23	Checkers International Inc - Invoice #16036 - August 2023	3,500.00
08/25/23	Checkers International Inc - Invoice #16037 - August 2023	2,500.00
08/25/23	Checkers International Inc - Invoice #16034 - August 2023	2,500.00
08/25/23	Checkers International Inc - Invoice #16035 - August 2023	3,500.00
08/25/23	E-Checkers International Inc - Invoice #16032	3,500.00
08/25/23	Checkers International Inc - Invoice #16033 - August 2023	3,500.00
08/25/23	E-Checkers International Inc - Invoice #16031 - August 2023	3,500.00
08/25/23	E-Checkers International Inc - Invoice #16030 - August 2023	3,500.00
08/25/23	Checkers International Inc - Invoice #16040 - August 2023	2,500.00
Total		39,000.00

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/23	FLIK - BlockFi Inc.7/12/2023	21.00
07/01/23	FLIK - BlockFi Inc.7/12/2023	24.50
07/01/23	FLIK - BlockFi Inc.7/13/2023	240.00
07/01/23	FLIK - BlockFi Inc.7/19/2023	96.00
07/01/23	FLIK - BlockFi Inc.7/19/2023	64.00
07/01/23	FLIK - BlockFi Inc.7/13/2023	60.00
Total		505.50

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Michael Koch	43.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Isabella Paretti	34.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Sarah Margolis	31.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Julia Foster	20.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Jimmy Ryan	13.00
Total		141.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 7/1/2023	135.95
07/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 7/2/2023	45.31
07/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 7/2/2023	566.46
07/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 7/3/2023	135.95
07/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 7/3/2023	45.31
07/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 7/4/2023	220.08
07/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 7/5/2023	90.63
07/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 7/6/2023	22.66
07/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 7/7/2023	226.94
07/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Schrader, Alexandra on 7/7/2023	1,179.51
07/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nielson, Nicolas D. on 7/7/2023	83.63
07/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Schrader, Alexandra on 7/8/2023	158.78
07/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 7/10/2023	150.71
07/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 7/10/2023	45.36
07/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 7/13/2023	22.66
07/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Comiskey, Aislinn on 7/13/2023	22.66
07/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Aldime, Christina on 7/13/2023	45.31

07/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jacobson, Rob on 7/13/2023	52.23
08/30/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 8/30/2023	21.57
Total		3,271.71

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/11/23	Brian Nakhaimousa - Taxi, OT.	11.93
05/12/23	Brian Nakhaimousa - Taxi, OT.	11.92
Total		23.85

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/16/23	GRUBHUB HOLDINGS INC - Paretti Isabella J. 7/11/2023 OT Meal	40.00
07/30/23	GRUBHUB HOLDINGS INC - Petrie Francis 7/27/2023 OT Meal	40.00
	Total	80.00
	TOTAL EXPENSES	\$ 250,506.27

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086459
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 2,526.50
Total legal services rendered	\$ 2,526.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Isabella J. Paretti	0.60	885.00	531.00
Jimmy Ryan	1.80	995.00	1,791.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	2.50		\$ 2,526.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/11/23	Isabella J. Paretti	0.20	Correspond with J. Ryan re creditor inquiries (.1); review, analyze terms of wallet application re same (.1).
08/11/23	Josh Sussberg, P.C.	0.10	Correspond with creditor re creditor inquiry.
08/18/23	Isabella J. Paretti	0.40	Draft correspondence to creditor re creditor inquiry (.3); correspond with R. Jacobson re same (.1).
08/18/23	Jimmy Ryan	0.80	Draft correspondence re creditor inquiries (.4); telephone conference with creditors re same (.4).
08/22/23	Jimmy Ryan	0.10	Telephone conference with creditor re creditor inquiries.
08/23/23	Jimmy Ryan	0.20	Telephone conference with creditors re creditor inquiries.
08/24/23	Jimmy Ryan	0.40	Draft correspondence re creditor inquiries (.3); telephone conference with creditor re same (.1).
08/25/23	Jimmy Ryan	0.10	Draft correspondence re creditor inquiries.
08/29/23	Jimmy Ryan	0.20	Correspond with Haynes and Boone team re creditor inquiries.
Total		2.50	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050086458
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through August 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 40,613.50
Total legal services rendered	\$ 40,613.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	7.00	1,245.00	8,715.00
Sarah R. Margolis	6.50	1,155.00	7,507.50
Christine A. Okike, P.C.	1.20	1,850.00	2,220.00
Isabella J. Paretti	8.50	885.00	7,522.50
Francis Petrie	10.10	1,375.00	13,887.50
Michael B. Slade	0.30	1,855.00	556.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	33.70		\$ 40,613.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/23	Christine A. Okike, P.C.	0.10	Correspond with Company re wallet withdrawals.
08/04/23	Isabella J. Paretti	0.80	Review, revise stipulation re wallet withdrawals.
08/05/23	Isabella J. Paretti	0.80	Review, revise stipulation re wallet considerations.
08/06/23	Isabella J. Paretti	1.50	Review, revise stipulation re wallet withdrawals (1.4); correspond with Company re same (.1).
08/07/23	Isabella J. Paretti	0.60	Correspond with F. Petrie re wallet withdrawal stipulation (.1); review, revise same (.5).
08/07/23	Francis Petrie	1.10	Correspond with I. Paretti, K&E team, Company, Brown Rudnick re wallet order issues.
08/08/23	Isabella J. Paretti	1.00	Review, revise supplemental wallet order (.8); correspond with F. Petrie, K&E team re same (.2).
08/08/23	Francis Petrie	2.20	Review and revise wallet order (1.4); correspond with Company, Brown Rudnick team re same (.8).
08/09/23	Christine A. Okike, P.C.	0.20	Review wallet application and order.
08/09/23	Isabella J. Paretti	0.80	Review, revise supplemental wallet order (.7); correspond with Cole Schotz re same (.1).
08/09/23	Francis Petrie	1.60	Review, revise supplemental wallet order re preparation for filing.
08/10/23	Rob Jacobson	2.30	Review, comment on wallet withdrawal communications materials (1.8); correspond with Company, Brown Rudnick team re same (.5).
08/11/23	Michael B. Slade	0.30	Review correspondence re wallet.
08/12/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re wallet outreach.
08/14/23	Francis Petrie	0.30	Telephone conference with Company, Brown Rudnick re ETH and blockchain fees re wallet withdrawals.
08/15/23	Rob Jacobson	1.80	Review, revise solicitation and wallet related communication materials (1.4); correspond with Committee re same (.2); correspond with Company re same (.2).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/15/23	Isabella J. Paretti	0.20	Correspond with F. Petrie, K&E team, Cole Schotz team re wallet orders.
08/15/23	Francis Petrie	0.40	Correspond with Cole Schotz re filing re wallet order.
08/16/23	Francis Petrie	0.60	Correspond with Cole Schotz re filing re wallet comfort order.
08/17/23	Rob Jacobson	0.50	Telephone conference with customer re wallet inquires.
08/17/23	Isabella J. Paretti	1.80	Draft application re wallet-related relief (1.6); correspond with S. Margolis, K&E team re same (.2).
08/17/23	Francis Petrie	1.00	Review and revise communications materials re wallet withdrawals (.3); correspond with Brown Rudnick, creditors re wallet withdrawal process (.5); correspond with S. Margolis, K&E team re trade only asset treatment (.2).
08/18/23	Rob Jacobson	1.80	Review, revise wallet withdrawal communications materials (1.3); correspond with Committee, Company re same (.5).
08/18/23	Sarah R. Margolis	2.20	Review, revise wallet application (2.0); correspond with I. Paretti, K&E team re same (.2).
08/18/23	Isabella J. Paretti	1.00	Review, revise application re wallet relief (.8); correspond with S. Margolis, K&E team re same (.2).
08/21/23	Francis Petrie	0.30	Correspond with ad hoc group attorneys re wallet withdrawal status.
08/22/23	Rob Jacobson	0.60	Correspond with counsel to wallet holder re wallet withdrawals (.2); analyze issues re same (.4).
08/24/23	Francis Petrie	1.20	Revise trade asset wallet application and order (.8); correspond with Company re same (.4).
08/25/23	Sarah R. Margolis	2.40	Review, revise wallet application (1.2); review, analyze declaration re same (1.1); correspond with F. Petrie, K&E team re same (.1).
08/25/23	Francis Petrie	0.60	Correspond with Company, S. Margolis re wallet order (.2); review and revise application and order re same (.4).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/28/23	Sarah R. Margolis	1.70	Review, revise wallet application (.3); correspond with F. Petrie re same (.2); review, revise wallet application (.6); correspond with Company, F. Petrie re same (.6).
08/28/23	Christine A. Okike, P.C.	0.30	Review trade only wallet application and order.
08/28/23	Francis Petrie	0.80	Correspond with Company, S. Margolis re trade only asset application and order (.4); review same (.2); correspond with Cole Schotz re filing re same (.2).
08/29/23	Sarah R. Margolis	0.10	Correspond with Company re trade only application.
08/29/23	Christine A. Okike, P.C.	0.60	Review, revise communications materials re international wallet holders.
08/30/23	Sarah R. Margolis	0.10	Correspond with Company, Kroll re wallet application.
Total		33.70	